

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
THE IT GROUP, INC., et al.)	Case No. 02-10118
Debtors,)	Jointly Administered
)	
)	
IT Litigation Trust,)	
)	
Plaintiff,)	
)	
v.)	Civil Action No.: 04-1268 KAJ
)	
DANIEL A. D'ANIELLO, FRANCIS J.)	
HARVEY, JAMES C. MCGILL, RICHARD)	
W. POGUE, PHILIP B. DOLAN, E.)	
MARTIN GIBSON, ROBERT F.)	
PUGLIESE, CHARLES W. SCHMIDT,)	
JAMES DAVID WATKINS, ANTHONY J.)	
DeLUCA, HARRY J. SOOSE, THE)	JURY TRIAL DEMANDED
CARLYLE GROUP, THE CARLYLE)	
GROUP, L.L.C., CARLYLE PARTNERS II,)	
L.P., CARLYLE SBC PARTNERS, II, L.P.,)	
CARLYLE INTERNATIONAL PARTNERS)	
II, L.P., CARLYLE INTERNATIONAL)	
PARTNERS III, L.P., C/S)	
INTERNATIONAL PARTNERS,)	
CARLYLE INVESTMENT GROUP, L.P.,)	
CARLYLE-IT INTERNATIONAL)	
PARTNERS, L.P., CARLYLE-IT)	
INTERNATIONAL PARTNERS II, L.P.,)	
CARLYLE-IT PARTNERS L.P., and T.C.)	
GROUP, L.L.C.,)	
Defendants.		

DEFENDANTS' JOINT MOTION FOR RECONSIDERATION AND
DEFENDANTS' PETITION FOR CERTIFICATION OF ISSUES OF LAW
TO THE SUPREME COURT OF DELAWARE

Pursuant to D. Del. LR 7.1.5, Defendants Daniel A. D’Aniello, Francis J. Harvey, James C. McGill, Richard W. Pogue, Phillip B. Dolan, E. Martin Gibson, Robert F. Pugliese, Charles W. Schmidt, James David Watkins, Anthony J. DeLuca, Jr., The Carlyle Group, The Carlyle Group L.L.C., Carlyle Partners II, L.P., Carlyle SBC Partners II, L.P., Carlyle International Partners II, L.P., Carlyle International Partners III, C/S International Partners, Carlyle Investment Group, L.P., Carlyle-IT International Partners, L.P., Carlyle-IT International Partners II, L.P., Carlyle-IT Partners L.P. and T.C. Group, L.L.C (collectively, “Defendants”), by and through their respective undersigned counsel, hereby move this Court to reconsider and modify its November 15, 2005 Memorandum Opinion and Order denying in part Defendants’ Joint Motion to Dismiss for Failure to State a Claim to correct manifest errors of law. Defendants further request that this Court certify to the Delaware Supreme Court the following questions for determination:

1. Is the requirement that a plaintiff alleging a breach of fiduciary duty plead specific facts sufficient to overcome the presumptions of the Business Judgment Rule a requirement of Delaware’s substantive law?
2. Does the holding in *Tower Air* that a plaintiff must only satisfy federal notice pleading requirements with respect to fiduciary duty claims conflict with the business judgment rule’s requirement that a plaintiff plead specific facts sufficient to overcome that rule’s presumption that the defendant directors acted loyally and with due care?

Defendants respectfully request that the Motion for Reconsideration and the Petition for Certification be granted for all of the reasons set forth in the supporting Memorandum. In accordance with Del. Sup. Ct. R. 41(c)(i), Defendants append hereto a copy of Form K for this Court’s execution and submission to the Delaware Supreme Court.

Dated: November 30, 2005
Wilmington, Delaware

/s/ Marcos A. Ramos

Mark D. Collins (No. 2981)
Marcos A. Ramos (No. 4450)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
P. O. Box 551
Wilmington, Delaware 19899
Telephone: (302) 651-7700
Facsimile: (302) 651-7701
E-mail: ramos@rlf.com

Thomas L. Patten
Laurie B. Smilan
David A. Becker
Gregory A. Harris
Amanda P. Biles
LATHAM AND WATKINS, LLP
555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004-1304
Telephone: (202) 637-2200
Telecopier: (202) 637-2201
E-mail: tom.patten@lw.com

*Attorneys for Defendants Daniel A.
D'Aniello, Francis J. Harvey, James C
McGill, Richard W. Pogue, Philip B.
Dolan, E. Martin Gibson, Robert F.
Pugliese, Charles W. Schmidt, James David
Watkins, The Carlyle Group, The Carlyle
Group L.L.C., Carlyle Partners II, L.P.,
Carlyle SBC Partners II, L.P., Carlyle
International Partners III, C/S
International Partners, Carlyle Investment
Group, L.P., Carlyle-IT International
Partners, L.P., Carlyle-IT International
Partners II, L.P., Carlyle-IT Partners L.P.
and T.C. Group, L.L.C.*

/s/ Ronald S. Gellert

Ronald S. Gellert (No. 4259)
ECKERT, SEAMANS, CHERIN & MELLOTT, LLC
The Towne Center
4 East 8th Street, Suite 200
Wilmington, DE 19801
Telephone: (302) 425-0430
Email: rgellert@eckertseamans.com

Mark A. Willard
Robert V. Campedel
ECKERT SEAMANS CHERIN & MELLOTT, LLC
U.S. Steel Tower
600 Grant Street, 44th Floor
Pittsburgh, PA 15219-2788
Telephone: (412) 566-6000
Telecopier: (412) 566-6099
Email: mwillard@eckertseamans.com

Attorneys for Defendant, Anthony J. DeLuca